

STATE OF MAINE
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, MAINE 04333-0121

IN RE:

James W. Nichols

CONSENT AGREEMENT
No. 10-015-CAG

This Agreement is entered into between the State of Maine Office of Securities (the "Office") and Nichols Investment Management (CRD#121108)("NIM" or the "firm"), an Investment Adviser with its principal place of business located at 175 Exchange Street, Bangor, Maine, and James W. Nichols(CRD#823850)("Nichols"), and investment adviser representative affiliated with NIM.


WHEREAS, the parties agree as follows:

1. At all relevant times, it has been unlawful for an individual to transact business as an investment adviser representative unless the individual is licensed or exempt from licensing pursuant to §16404 of the Maine Uniform Securities Act (the "Act").
2. NIM's is a federally covered investment adviser and has been noticed filed in Maine since June of 2004.
3. At no time has Nichols been licensed in Maine as an investment adviser representative.
4. It is the Office of Securities' position that Nichols has acted as an investment adviser representative in Maine without being licensed or exempt from licensing.
5. It is the Office of Securities' position that Nichols has not held an investment adviser representative's license in Maine from September 2002 to the present, during which time investment adviser representatives have been required to be licensed in Maine.
6. It is the Office of Securities' position that Nichols has acted as an investment adviser representative in Maine without being licensed or exempt from licensing.
7. All parties desire an expeditious resolution of this matter.

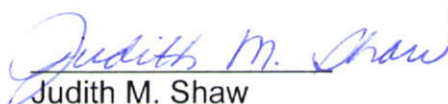
NOW THEREFORE, without trial or adjudication of any issue of fact or law, and without NIM or Nichols admitting or denying that its conduct violated the Maine Uniform Securities Act, it is agreed that:

1. NIM will comply with all licensing and other legal requirements governing persons acting as investment adviser representatives in the State of Maine at all times from the date hereof;
2. In lieu of the Office seeking the imposition of a penalty for the allegations contained herein, NIM will pay the sum of \$1500.00 to the Office upon Nichols execution of this Agreement.
3. The Office will not take further action against NIM and Nichols based solely upon its unlicensed status during the period preceding and including the date of execution of this Agreement, PROVIDED, however, that this paragraph applies only to the transactions previously disclosed to the Office by NIM.

1/5/2010
Date

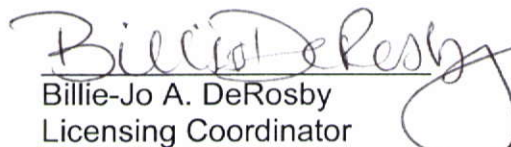

James W. Nichols, President
Nichols Investment Management

1/6/10
Date


Judith M. Shaw
Securities Administrator

Presented by:

1/6/10
Date


Billie-Jo A. DeRosby
Licensing Coordinator